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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

DANA CORPORATION, et al.,

Debtors.

TOYOTA TSUSHO AMERICA, INC.,

Appellant,

- against -

DANA CORPORATION, et al.,

Appellee.

Bankruptcy

Case No.: 06-10354 (BRL)

Chapter 11

(Jointly Administered)

Case No.: 07-Civ 04837 (PAC)

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STIPULATION AND ORDER WITHDRAWING APPEAL

WHEREAS, the above-captioned debtors and debtors in possession (the "Debtors") have negotiated a settlement agreement (the "Settlement Agreement") with Toyota Tsusho America, Inc. ("TAI") and J.P. Morgan Chase Bank, N.A. ("JP Morgan Chase"), which Settlement Agreement resolves (a) the appellate case which is currently pending in this Court and has been assigned case number 07-cv-04837 (the "Appeal"); (b) the reclamation claim against the Debtors evidenced by TAI's written demand for reclamation of goods dated March 20, 2006; (c) the 503(b)(9) administrative expense claim evidenced by TAI's written demand for reclamation of goods dated March 20,

2006; (d) the claims scheduled in favor of TAI on the Debtors' chapter 11 cases; and (e) TAI's outstanding filed proofs of claim (collectively, the "TAI Claims"), including any claims TAI transferred to JP Morgan Chase; and

WHEREAS, on November 26, 2007, the Debtors submitted a Notice of Settlement of Claims and Related Matters, which summarized the attached executed Settlement Agreement and set forth a deadline of December 10, 2007 at 4:00 p.m. for any objections to the Bankruptcy Court for the Southern District of New York's approval of the Settlement Agreement; and

WHEREAS, on December 11, 2007, the deadline for objections to the Settlement Agreement has passed without any filed objections; and

WHEREAS, pursuant to: a) the Bankruptcy Court's March 29, 2006 Order establishing procedures for resolving the various reclamation claims asserted against the Debtors; and b) the Bankruptcy Court's November 9, 2006 Order Establishing Claims Objection and Settlement Procedures, which approved certain settlement procedures that may be utilized to resolve claims against the Debtors, upon expiration of the deadline set forth in the above-mentioned Notice of Settlement the Settlement Agreement is final and binding on the Debtors' estates without further Order of the Bankruptcy Court.

IT IS HEREBY stipulated, in accordance with the Settlement Agreement, by and among each of the parties to the Appeal, the Appeal is withdrawn as to all issues and claims. All of the parties are to bear their own costs, except as otherwise provided under the Settlement Agreement. *The Clerk of Court* ^Q *shall close this case.*

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SO ORDERED: 12/18/07
Paul H. Kelly
U.S.D.J.